March 14, 1978

ECORDATION NO.

Mr. Robert L. Oswald Secretary Interstate Commerce Commission Washington, D.C. 20423

MAR 24 1978 -9 50 AM

MIERSIATE COMMERCE COMMISSION

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 36, dated as of December 1, 1975, between Manufacturers

Hanover Trust Company and Trailer Train Company.

Five (5) counterpart originals of these documents are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Trustee:

Manufacturers Hanover Trust Company

40 Wall Street

New York, New York 10015

Company:

Trailer Train Company 300 South Wacker Drive Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

AAR

Mechanical Units Numbered Designation · Marked* Type 89'4", all-FC 49 TTX 975436, 975510 975440, 975511 purpose 975464, 975513 flatcars 975469, 975523 975470, 975529 975472, 975535 975474, 975542 975476, 975543 975477, 975550 975482, 975551 975484, 975553 975486, 975555 975488, 975557 975489, 975559

Mr. Robert L. Oswald March 14, 1978 Page Two

> AAR Mechanical Designation Units Marked* Numbered Type 975491, 975566 975492, 975567 975493, 975571 975494, 975576 975495, 975585 975497, 975588 975499, 975591 975500, 975597 975501, 975606 975506, 975609 975614

*All units have marked on each side thereof the following legend:

"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

- 1116.4(e) Prior recordations relating to these documents being filed have been made on December 16, 1975, recordation number 8142 and February 13, 1978, recordation number 8142-A.
- 1116.4(f) Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.

Very truly yours,

T. D. Marion

Manager, Equipment Financing

Thomas Marion

nh Enclosures

RECORDATION NO. Find a Recorded MAR 2 4 1978 9 50 AM

STATEMENT OF NEW NUMBERS

DATED AS OF FEBRUARY 20, 1978

EQUIPMENT TRUST AGREEMENT, SERIES 36

DATED AS OF DECEMBER 1, 1975

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY

AND

TRAILER TRAIN COMPANY

STATEMENT OF NEW NUMBERS, dated as of February 20, 1978, relating to certain railroad equipment (herein the "Trust Equipment") leased pursuant to an Equipment Trust Agreement dated as of December 1, 1975 (herein the "Trust Agreement"), by and between Manufacturers Hanover Trust Company, a New York corporation, as Trustee (herein the "Trustee") and Trailer Train Company, a Delaware corporation (herein the "Company").

WHEREAS the Trustee and the Company have entered into the Trust Agreement and certain Supplemental or Amendment Agreements, previously filed and recorded or shown in Schedule A attached hereto; and

WHEREAS Section 5.10 of the Trust Agreement provides that the Company shall not change, or permit to be changed, the identifying numbers of any of the units of the Trust Equipment except in accordance with a statement of new numbers to be substituted therefor which previously shall have been filed with the Trustee by the Company and which shall be filed and recorded by the Company with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act; and

WHEREAS the Company desires to cause to be removed the identifying numbers of certain units of the Trust Equipment and substitute new identifying numbers in their place;

NOW THEREFORE, THIS STATEMENT WITNESSETH:

The identifying numbers of the units of Trust Equipment set forth below are hereby changed as follows:

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IN WITNESS WHEREOF the Company, pursuant to due corporate authority, has caused these presents to be signed in its corporate name and its corporate seal to be hereunto affixed, duly attested, as of the day and year first above written.

TRAILER TRAIN COMPANY

ATTEST:

Assistant Secretary

STATE OF ILLINOIS) SS COUNTY OF COOK

On this 22nd day of February, 1978 before me personally appeared R. E. Zimmerman to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Motary Public

ACKNOWLEDGEMENT

MANUFACTURERS HANOVER TRUST COMPANY, Trustee, does hereby acknowledge that the foregoing Statement of New Numbers is duly filed in accordance with Section 5.10 of the Equipment Trust Agreement dated as of December 1, 1975, by and between Manufacturers Hanover Trust Company, Trustee, and Trailer Train Company.

MANUFACTUREDS HANOVER TRUST COMPANY

FEB 24 1978

Date

ASST. VICE PRESIDENT

ATTEST:

ASSISTANT SECRETARY

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 24 day of February, 1978 before me personally appeared W. B. DODGE to me personally known, who, being by me duly sworn, says that he is ASSI, MCE PRESIDENT of Manufacturers Hanover Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

MARY LEONARDI
Notary Public, State of New York
No. 40-7495520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1978

SCHEDULE A

Equipment Trust, Series 36

Agreement	Date	Recordation No.	Date Recorded
Equipment Trust Series 36	December 1, 1975	8142	December 16, 1975
Statement of New Numbers	October 25, 1977	8142-A	February 13, 1978